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KENNETH SCHROEDER

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

KENNETH L. SCHROEDER,

Defendant.

Case No. C-07-3798 JW

**STIPULATION AND ~~PROPOSED~~
PROTECTIVE ORDER REGARDING
CONFIDENTIALITY OF CERTAIN
MATERIALS PRODUCED BY NON-
PARTY PRICEWATERHOUSECOOPERS
LLP**

STIPULATION

WHEREAS, on October 17, 2007, defendant Kenneth L. Schroeder ("Schroeder") issued a subpoena to non-party PricewaterhouseCoopers LLP ("PwC") (the "Schroeder Subpoena"), and on November 8, 2006, January 12, 2007, April 4, 2007 and April 10, 2007, plaintiff Securities and Exchange Commission ("SEC") sent PwC requests for the voluntary production of documents and information in the investigation preceding this litigation (the "SEC Requests");

WHEREAS, on July 7, 2009, Magistrate Judge Howard R. Lloyd entered the Protective Order Regarding Confidentiality of Certain Materials as to Which KLA-Tencor Corporation Claims Privilege (the "July 7, 2009 Protective Order"), having heard certain arguments regarding claims of privilege asserted by KLA-Tencor Corporation ("KLA"), among others;

WHEREAS, based on the nature of a significant portion of the documents produced by PwC in response to the SEC Requests and that PwC anticipates producing in response to the Schroeder Subpoena, as well as documents included among PwC's production that are likely covered by the July 7, 2009 Protective Order, and the need for expeditious production of documents, the parties and PwC agree that it is appropriate that PwC's production of documents be governed by the July 7, 2009 Protective Order;

Accordingly, PwC, Schroeder, and the SEC hereby petition the Court to enter the following [Proposed] Protective Order Regarding Confidentiality of Certain Materials Produced by PricewaterhouseCoopers LLP ("Protective Order"):

IT IS THEREFORE STIPULATED AND AGREED, by and between PwC, Schroeder, and the SEC, through their respective counsel, as follows:

By this Protective Order, the July 7, 2009 Protective Order shall be read to govern documents produced by PwC during this litigation and in response to the SEC Requests.

Accordingly, each provision of the July 7, 2009 Protective Order shall apply to PwC, to its production of documents, and to the parties' use and handling of documents produced by PwC, including (but not limited to):

1. the definition of "Confidential Material" in paragraph 1.b. shall be read to include information or tangible things produced by PwC or any of its current or former

employees;

2. the definition of "Material" in paragraph 1.d. shall be read to include documents, electronically stored information, testimony and discovery responses, including all copies, excerpts and summaries thereof produced by PwC or any of its current or former employees;
3. the definition of "Person" in paragraph 1.f. shall refer to and include PwC or any of its current or former employees;
4. paragraph 2 shall be read to govern the handling of all Material provided by PwC or any of its current or former employees during this Action, or in response to the SEC Requests;
5. paragraph 4 shall be read to extend "Confidential" treatment to Material produced by non-party PwC in response to the SEC Requests. Those documents which were originally stamped "Confidential Treatment Requested on Behalf of PwC" and produced in response to the SEC Requests are deemed to have been stamped "Confidential" in this Action, and the Parties will afford those documents the same treatment as any document designated as "Confidential" in this Action;
6. pursuant to paragraph 5, PwC agrees to promptly meet and confer with any party that contends a PwC document originally produced to the SEC should not be designated as "Confidential" pursuant to the July 7, 2009 Protective Order; and,
7. the definition of "Qualified Person" in paragraph 10.b. shall refer to and include PwC and its counsel of record, attorneys, clerical, paralegal and other staff employed by such counsel.

IT IS SO STIPULATED AND AGREED.

Dated: August 4, 2009

KEKER & VAN NEST, LLP

By: /s/ R. James Slaughter
R. JAMES SLAUGHTER
Attorneys for Defendant
KENNETH L. SCHROEDER

1 Dated: August 4, 2009

DAVIS POLK & WARDWELL LLP

2 /s/ Elizabeth Malaspina

3 Elizabeth Malaspina
4 Attorneys for non-party
5 PRICEWATERHOUSECOOPERS LLP

6 Dated: August 4, 2009

SECURITIES AND EXCHANGE
7 COMMISSION

8 /s/ Susan F. LaMarca

9 Susan F. LaMarca
10 Attorneys for Plaintiff
11 SECURITIES AND EXCHANGE
12 COMMISSION

13 Concurrence obtained per General Order 45 X.B.
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~~PROPOSED~~ ORDER

IT IS SO ORDERED.

Dated: August 5, 2009



HOWARD R. LLOYD
United States Magistrate Judge

EXHIBIT A

I, _____, do hereby certify that I have been provided with a copy of the Protective Orders in the action captioned *Securities and Exchange Commission v. Kenneth L. Schroeder*, Case. No. 5:07-cv-3798-JW (HRL), that I have reviewed said Protective Orders, and that I agree to be bound by the terms and conditions set forth therein and consent to the exercise of jurisdiction of the United States District Court for the Northern District of California in connection with any proceedings relating to the Stipulation and Protective Order.

Executed this _____ of _____, _____.
day month year

signature